

**EXHIBIT A**

**Proposed Order**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

AgFeed USA, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 13-11761 (BLS)

Jointly Administered

Ref. Docket No.: \_\_\_\_\_

**ORDER SUSTAINING DEBTORS' EIGHTH OMNIBUS (SUBSTANTIVE)  
OBJECTION TO CLAIMS PURSUANT TO SECTION 502(B) OF THE BANKRUPTCY  
CODE, BANKRUPTCY RULES 3003 AND 3007, AND LOCAL RULE 3007-1**

Upon consideration of the eighth omnibus (substantive) objection (the "Objection")<sup>2</sup> of AgFeed USA, LLC and its above-captioned affiliated debtors and debtors in possession (collectively, the "Debtors") by which the Debtors respectfully request the entry of an order, pursuant to section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Local Rule 3007-1, disallowing in full each of the Disputed Claims as on Exhibits 1 through 2; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order; and that due and adequate notice of the Objection having been given under the circumstances; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED:

1. The Objection is sustained.

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<sup>1</sup> The Debtors and the last four digits of their federal tax identification numbers are: AgFeed USA, LLC (8748), AgFeed Industries, Inc. (7168); TS Finishing, LLC (8748); New York Finishing, LLC (8748); Pork Technologies, LC (2076); New Colony Farms, LLC (9246); Heritage Farms, LLC (8141); Heritage Land, LLC (8129); Genetics Operating, LLC (1921); M2P2 Facilities, LLC (8748); MGM, LLC (8748); M2P2 General Operations, LLC (8748); New Colony Land Company, LLC(5834); M2P2 AF JV, LLC (8748); Midwest Finishing, LLC (8748); and Genetics Land, LLC (1921). The mailing address for the Debtors is 616 Congress Ave., Suite 1280, Austin, Texas 78701.

<sup>2</sup> All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Objection.

2. The Modified Amount Claims identified on Exhibit 1 attached hereto are hereby modified by reducing the amounts of such Modified Amount Claims to the dollar values listed under the column titled “Modified Amount & Classification.”

3. The Reclassified Claims identified on Exhibit 2 attached hereto are hereby reclassified to the priority levels indicated in the column titled “Reclassified Amount & Classification.”

4. The Debtors’ objection to each Disputed Claim addressed in the Objection constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate order with respect to each claim. Any stay of this Order pending appeal by any of the claimants subject to this Order shall only apply to the contested matter that involves such claimant and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters covered hereby.

5. The Debtors shall retain and shall have the right to object in the future to the Disputed Claims identified on Exhibits 1 and 2 on any additional grounds. In addition, the Debtors reserve the right to amend, modify, or supplement this Objection, and to file additional objections to any claims filed in these Chapter 11 Cases including, without limitation, the claims that are the subject of this Objection.

6. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: \_\_\_\_\_, 2014  
Wilmington, Delaware

\_\_\_\_\_  
Brendan L. Shannon  
United States Bankruptcy Judge

**EXHIBIT 1**

**Modified Amount Claims**

**In re: AgFeed USA, LLC Case No 13-11761**  
**OMNIBUS 8: EXHIBIT 1 - MODIFIED AMOUNT CLAIMS**

Creditor Name / Address	Claim Number	Original Claim Amount*		Modified Claim Amount *		Reason For Proposed Modification
1 GREAT PLAINS SUPPLY, LLC 518 N MAIN LAMAR, CO 81052	26	\$1,145.91	(A)	\$1,143.72	(A)	BASED ON THE DEBTORS' REVIEW OF THE CLAIM, THE CLAIMANT ASSERTS A PRIORITY CLAIM IN THE AMOUNT OF \$1,145.91, AN ADMINISTRATIVE CLAIM PURSUANT TO SECTION 503(B)(9) OF THE BANKRUPTCY CODE, IN THE AMOUNT OF \$1,145.91, AND AN ADMINISTRATIVE CLAIM \$2.19 ALLEGEDLY DUE ON ACCOUNT OF POST-PETITION INTEREST ACCRUED ON THE AMOUNT OUTSTANDING AS OF THE PETITION DATE. PURSUANT TO 502(B)(2) OF THE BANKRUPTCY CODE, POST-PETITION INTEREST IS NOT ALLOWED. MOREOVER, BASED ON THE DEBTORS' REVIEW OF THE SUPPORTING DOCUMENTATION FILED WITH THE CLAIM AND THE DEBTORS' REVIEW OF THEIR BOOKS AND RECORDS, THE DEBTORS HAVE DETERMINED THAT THE REMAINING \$1,143.72 IS AN ADMINISTRATIVE CLAIM PURSUANT TO SECTION 503(B)(9) AND IS NOT ENTITLED TO PRIORITY UNDER THE BANKRUPTCY CODE. ACCORDINGLY, THE CLAIM MUST BE MODIFIED AS SET FORTH HEREIN.
		\$1,145.91	(P)	\$0.00	(P)	
2 PANHANDLE TELEPHONE COOPERATIVE, INC. PO BOX 1188 603 S MAIN STREET GUYMON, OK 73942	46	\$62.52	(A)	\$62.50	(A)	BASED ON THE DEBTORS' REVIEW OF THE CLAIM, THE CLAIMANT ASSERTS A CLAIM IN THE AMOUNT OF \$62.50. HOWEVER, THE CLAIMANT ASSERTS THAT \$62.50 IS ADMINISTRATIVE AND \$62.50 IS UNSECURED. BASED ON THE DEBTORS' REVIEW OF THE SUPPORTING DOCUMENTATION FILED WITH THE CLAIM AS WELL AS A REVIEW OF THEIR BOOKS AND RECORDS, THE DEBTORS HAVE DETERMINED THAT ONLY \$62.50 IS ADMINISTRATIVE AND \$62.50 IN TOTAL IS OWING. ACCORDINGLY, THE CLAIM MUST BE MODIFIED AS SET FORTH HEREIN.
		\$62.52	(U)	\$0.00	(U)	
3 W W GRAINGER INC ATTN SPECIAL COLLECTIONS DEPT MES17862116035 7300 N MELVINA NILES, IL 60714	23	\$19,050.51	(P)	\$0.00	(P)	BASED ON THE DEBTORS' REVIEW OF THE CLAIM, THE CLAIMANT ASSERTS A CLAIM IN THE AMOUNT OF \$2,751.24. HOWEVER, THE CLAIMANT ASSERTS THAT \$19,050.51 IS PRIORITY AND \$2,751.24 IS GENERAL UNSECURED. BASED ON THE DEBTORS' REVIEW OF THE SUPPORTING DOCUMENTATION FILED WITH THE CLAIM AS WELL AS A REVIEW OF THEIR BOOKS AND RECORDS, THE DEBTORS HAVE DETERMINED THAT ONLY \$2,751.24 DUE THE CLAIMANT AS A GENERAL UNSECURED CLAIM. ACCORDINGLY, THE CLAIM MUST BE MODIFIED AS SET FORTH HEREIN.
		\$2,751.24	(U)	\$2,751.24	(U)	

\* Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

\*\* (A) - Administrative (S) - Secured  
(P) - Priority (U) - Unsecured

**EXHIBIT 2**

**Reclassified Claims**

***TO THOSE HOLDERS OF RECLASSIFIED CLAIMS LISTED ON EXHIBIT 2:***

**YOUR SUBSTANTIVE RIGHTS MAY BE AFFECTED BY THIS OBJECTION AND  
ANY FURTHER OBJECTION THAT MAY BE FILED BY THE DEBTORS**

**THE RELIEF SOUGHT IN THIS OBJECTION IS WITHOUT PREJUDICE TO THE RIGHTS  
OF THE DEBTORS AND THEIR ESTATES TO PURSUE FURTHER NON-SUBSTANTIVE AND/OR  
SUBSTANTIVE OBJECTIONS AGAINST THE RECLASSIFIED CLAIMS**

Claimant	Claim	Case <sup>¶</sup>	Claim Amount & Classification <sup>†</sup>		Reclassified Amount & Classification		Reason for Reclassification
Raynor Overhead Door of Lamar	35	13-11761	\$243.22	Priority	\$0.00	Priority	Based on the Debtors' review of the claim, the claimant asserts a claim in the amount of \$243.22. However, the claimant asserts that \$243.22 is priority. Based on the Debtors' review of the supporting documentation filed with the claim, no evidence is provided justifying that the portion reclassified is entitled to priority. The amount in question is recorded on the Debtors' books and records as unsecured. Accordingly, the claim must be modified as set forth herein.
			\$0.00	Unsecured	\$243.22	Unsecured	
			\$243.22	Total	\$243.22	Total	
Southwest Gas	47	13-11761	\$440.96	Priority	\$0.00	Priority	Based on the Debtors' review of the claim, the claimant asserts a claim in the amount of \$440.96. However, the claimant asserts that \$440.96 is priority per 507(a). Based on the Debtors' review of the supporting documentation filed with the claim, the claim is based on rental fees accrued prepetition. 507(a) does not provide priority for prepetition rental fees. Furthermore, the amount in question is recorded on the Debtors' books and records as unsecured. Accordingly, the claim must be modified as set forth herein.
			\$0.00	Unsecured	\$440.96	Unsecured	
			\$440.96	Total	\$440.96	Total	

**EXHIBIT B**

**Maib Declaration**



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

AgFeed USA, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 13-11761 (BLS)

Jointly Administered

**DECLARATION OF KEITH A. MAIB IN SUPPORT OF  
DEBTORS' EIGHTH OMNIBUS (SUBSTANTIVE) OBJECTION  
TO CLAIMS PURSUANT TO SECTION 502(b) OF THE BANKRUPTCY CODE,  
BANKRUPTCY RULES 3003 AND 3007, AND LOCAL RULE 3007-1**

I, Keith A. Maib, pursuant to 28 U.S.C. § 1746, declare:

1. I am a Senior Managing Director of Mackinac Partners, LLC since 2008 and am the current Chief Restructuring Officer of the above-captioned debtors and debtors in possession (the "Debtors"). In this capacity, I am one of the persons responsible for overseeing the claims reconciliation and objection process in the Debtors' chapter 11 cases. I have read the *Debtors' Eighth Omnibus (Substantive) Objection to Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Local Rule 3007-1* (the "Objection"),<sup>2</sup> and am directly, or by and through my personnel or agents, familiar with the information contained therein, the Proposed Order, and the exhibits attached thereto.

2. Considerable resources and time have been expended in reviewing and reconciling the proofs of claim filed or pending against the Debtors in these cases. The claims

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were carefully reviewed and analyzed in good faith utilizing due diligence by the appropriate personnel, including the Debtors' claims agent, BMC. These efforts resulted in the identification of the "Modified Amount Claims" and "Reclassified Claims" identified on Exhibits 1 through 2 to the Proposed Order, respectively.

3. The information contained in Exhibits 1 through 2 to the Proposed Order is true and correct to the best of my knowledge.

4. After a review of the Debtors' books and records, the Debtors have determined that, in order to prevent the claimants asserting the Modified Amount Claims from receiving an unwarranted recovery against the Debtors' estates to the detriment of other creditors in the Chapter 11 Cases, it is necessary to reduce in value the Modified Amount Claims, as provided for on Exhibit 1 to the Proposed Order.

5. The Debtors have reviewed the Debtors' books and records and determined that the Reclassified Claims identified on Exhibit 2 to the Proposed Order should be reclassified as provided for on Exhibit 2 in order to prevent the claimants from receiving undue secured, administrative, or priority status, to the detriment of other creditors of the Debtors' estates. As a result, the Debtors seek to reclassify the Reclassified Claims in the manner provided for on Exhibit 2 to the Proposed Order.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on March 31, 2014

Keith A. Maib  
Keith A. Maib